

1.) CORPORATION NAME:

Prosper Marketplace, Inc.

DUE DATE: **10/31/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**NATIONAL CORPORATE RESEARCH LTD
250 BROWNS HILL CT
MIDLOTHIAN, VA**

SCC ID NO: **F1644915**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	71,417,830
PREFER	62,961,391

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

CHESTERFIELD COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 101 Second Street, 15th Floor
CITY/ST/ZIP: San Francisco, CA 94105

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: Stephan Vermut TITLE: CEO ADDRESS: 101 Second Street, 15th Floor CITY/ST/ZIP/CO: San Francisco, CA 94105</p>	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: Aaron Vermut TITLE: PRESIDENT ADDRESS: 101 Second Street, 15th Floor CITY/ST/ZIP/CO: San Francisco, CA 94105</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: Sachin D. Adarkar TITLE: GENERAL COUNSEL ADDRESS: 101 Second Street, 15th Floor CITY/ST/ZIP/CO: San Francisco, CA 94105</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: Sachin D. Adarkar TITLE: SECRETARY ADDRESS: 101 Second Street, 15th Floor CITY/ST/ZIP/CO: San Francisco, CA 94105</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: Pat Grady TITLE: DIRECTOR ADDRESS: c/o Sequoia Capital 3000 Sand Hill Road, 4-250 CITY/ST/ZIP/CO: Menlo Park, CA 94025</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: Christopher Bishko TITLE: DIRECTOR ADDRESS: c/o Omidyar Network 1991 Broadway Street, Suite 200 CITY/ST/ZIP/CO: Redwood City, CA 94063</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME:	Rajeev V. Date	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	c/o Fenway Summer LLC		
CITY/ST/ZIP/CO:	3100 Foxhall Road NW Washington, DC 20016		

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ Sachin D.Adarkar	Sachin D.Adarkar,	10/14/2013
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.